

# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 09/28/2010 at 13:55:59

File Number: 0004329752

FCC 603  
Main Form

## FCC Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

### General Information

1) Application Purpose (Select only one) ( AM )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0004329752
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( N ) <u>Yes</u> <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number:
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( N ) <u>Yes</u> <u>No</u>
4) Are attachments being filed with this application?	( Y ) <u>Yes</u> <u>No</u>

### Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) <u>Yes</u> <u>No</u>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) <u>Yes</u> <u>No</u>
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( N ) <u>Yes</u> <u>No</u>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

### Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) <u>Yes</u> <u>No</u>
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) ____ / ____ / ____
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) <u>Yes</u> <u>No</u>
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) <u>Yes</u> <u>No</u>
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) ____ / ____ / ____
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) <u>Yes</u> <u>No</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) <u>Yes</u> <u>No</u>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation  
Transfer of stock or other ownership interests  
Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <u>Y</u> es <u>N</u> o

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( Y ) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( Y ) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <u>Y</u> es <u>N</u> o

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es <u>N</u> o

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0003291192					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): New Cingular Wireless PCS, LLC					
21) Attention To: FCC Group					
22) P.O. Box:		And /Or	23) Street Address: 5601 Legacy Drive, MS: A-3		
24) City: Plano			25) State: TX	26) Zip Code: 75024	
27) Telephone Number: (469)229-7471			28) Fax Number: (469)229-7297		
29) E-Mail Address: LG5201@att.com					

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native  <input type="checkbox"/> Asian  <input type="checkbox"/> Black or African-American  <input type="checkbox"/> Native Hawaiian or Other Pacific Islander  <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino  <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male  <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name: Michael		MI: P	Last Name: Goggin		Suffix:
32) Company Name: AT&T Mobility LLC					
33) Attention To:					
34) P.O. Box:		And /Or	35) Street Address: 1120 20th Street, NW, Suite 1000		
36) City: Washington			37) State: DC	38) Zip Code: 20036	
39) Telephone Number: (202)457-2055			40) Fax Number: (202)457-3073		
41) E-Mail Address: MG7268@att.com					

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
43) FCC Registration Number (FRN):					
44) First Name (if individual):		MI:	Last Name:		Suffix:
45) Legal Entity Name (if not an individual):					
46) Attention To:					
47) P.O. Box:		And /Or	48) Street Address:		
49) City:			50) State:	51) Zip Code:	
52) Telephone Number:			53) Fax Number:		
54) E-Mail Address:					

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name:		MI:	Last Name:		Suffix:
57) Company Name:					
58) Attention To:					
59) P.O. Box:		And /Or	60) Street Address:		
61) City:			62) State:	63) Zip Code:	
64) Telephone Number:			65) Fax Number:		
66) E-Mail Address:					

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
68) FCC Registration Number (FRN): 0002316545					
69) First Name (if individual):		MI:	Last Name:		Suffix:
70) Legal Entity Name (if not an individual): WirelessCo, L.P.					
71) Attention To: Robin J. Cohen					
72) Real Party in Interest FCC Registration Number (FRN): 0003774593					
73) Name of Real Party in Interest: Sprint Nextel Corporation					
74) P.O. Box:		And /Or	75) Street Address: 2001 Edmund Halley Drive		
76) City: Reston			77) State: VA	78) Zip Code: 20191	
79) Telephone Number: (703)433-4000			80) Fax Number: (703)433-4142		
81) E-Mail Address:					

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native  <input type="checkbox"/> Asian  <input type="checkbox"/> Black or African-American  <input type="checkbox"/> Native Hawaiian or Other Pacific Islander  <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino  <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male  <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name:		MI:	Last Name:		Suffix:
84) Company Name: Sprint Nextel Corporation					
85) Attention To: Robin J. Cohen					
86) P.O. Box:		And /Or	87) Street Address: 2001 Edmund Halley Drive		
88) City: Reston			89) State: VA	90) Zip Code: 20191	
91) Telephone Number: (703)433-4000			92) Fax Number: (703)433-4142		
93) E-Mail Address:					

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0004071969

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Michael	MI: P	Last Name: Goggin	Suffix:
104) Title: Asst. Secretary of Manager			
Signature: Michael P Goggin			105) Date: 09/28/2010

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.****WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: James	MI: L	Last Name: Wheaton	Suffix:
107) Title: Manager, Regulatory Affairs			
Signature: James L Wheaton			108) Date: 09/28/2010
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			



**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLG553	CW - PCS Broadband						Y

Attachment(s):

Type	Description	Date Entered
O	<u>Competitive Analysis</u>	09/28/2010
O	<u>Spectrum Holdings</u>	09/28/2010
O	<u>Explanation of Transaction</u>	07/30/2010

### DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

By this application, WirelessCo, L.P. and SprintCom, Inc., wholly-owned subsidiaries of Sprint Nextel Corporation (collectively "Sprint Nextel") and New Cingular Wireless PCS, LLC ("AT&T") (collectively, the "Parties or Applicants") seek Federal Communications Commission ("Commission") consent to implement a like-kind exchange of PCS licenses. Specifically the Parties seek consent to the assignment, the partition and disaggregation (as applicable), of the following PCS licenses:

#### To AT&T:

Call Sign	Licensee/ Assignor	Assignee	Market Area(s)	Frequencies Being Assigned (MHz)
KNLF215	WirelessCo	New Cingular Wireless PCS	MTA007, Dallas-Fort Worth, TX	1880-1885/1960-1965 (partitioned and disaggregated)
KNLF243	WirelessCo	New Cingular Wireless PCS	MTA022, Denver, CO	1860-1865/1940-1945 1855-1860/1935-1940 (partitioned and disaggregated)
KNLF233	WirelessCo	New Cingular Wireless PCS	MTA017, New Orleans- Baton Rouge, LA	1860-1865/1940-1945 (partitioned and disaggregated)
KNLF264	WirelessCo	New Cingular Wireless PCS	MTA032, Des Moines- Quad Cities, IA	1880-1885/1960-1965 (partitioned and disaggregated)
KNLF294	SprintCom	New Cingular Wireless PCS	MTA047, Honolulu, HI	1880-1885/1960-1965 (partitioned and disaggregated)
KNLF208	WirelessCo	New Cingular Wireless PCS	MTA004, San Francisco- Oakland-San Jose, CA	1860-1865/1940-1945 (partitioned and disaggregated)
KNLF290	WirelessCo	New Cingular Wireless PCS	MTA045, Omaha, NE	1870-1875/1950-1955 (partitioned and disaggregated)
KNLF252	WirelessCo	New Cingular Wireless PCS	MTA026, Louisville- Lexington-Evansville, KY	1870-1875/1950-1955 (partitioned and disaggregated)
KNLF272	WirelessCo	New Cingular Wireless PCS	MTA036, Salt Lake City, UT	1870-1875/1950-1955 (partitioned and disaggregated)

#### To Sprint Nextel:

Call Sign	Licensee/ Assignor	Assignee	Market Area(s)	Frequencies Being Assigned (MHz)
WPZY677	New Cingular Wireless PCS	WirelessCo	BTA440, Tampa-St. Petersburg-Clearwater, FL	1900-1902.5/1980-1982.5 (disaggregated)
KNLG500	New Cingular Wireless PCS	WirelessCo	BTA320, New Orleans, LA	1867.5-1870/1947.5-1950 (partitioned and disaggregated)
KNLG500	New Cingular Wireless PCS	SprintCom	BTA320, New Orleans, LA	1865-1867.5/1945-1947.5 (partitioned and disaggregated)
KNLG553	New Cingular Wireless PCS	WirelessCo	BTA424, South Bend- Mishawaka, IN	1885-1890/1965-1970 (full)
KNLF212	New Cingular Wireless PCS	WirelessCo	MTA006, Charlotte- Greensboro-Greenville, NC	1860-1865/1940-1945 (partitioned)

<b>Call Sign</b>	<b>Licensee/ Assignor</b>	<b>Assignee</b>	<b>Market Area(s)</b>	<b>Frequencies Being Assigned (MHz)</b>
WPOK794	New Cingular Wireless PCS	WirelessCo	MTA016, Cleveland, OH	1870-1875/1950-1955 (partitioned and disaggregated)

### **Description of the Transaction/Parties**

This is one of eight applications contemporaneously filed by Sprint Nextel and AT&T seeking Commission approval for the full and partial assignment of broadband Personal Communications Services (“PCS”) spectrum between the Parties. As explained below, Commission grant of the assignment applications will serve the public interest, convenience and necessity. The Parties therefore request that the Commission grant this application expeditiously.

In addition to the License Exchange Agreement (“Agreement”), the Parties also entered into four Spectrum Manager Lease Agreements (“Leases”) that include spectrum in the Agreement. The Leases will permit the Parties to have access to certain of the Agreement frequencies prior to the Commission consenting to the assignment applications. The lease applications will be filed contemporaneously with the assignment applications.<sup>1</sup>

The qualifications of Sprint Nextel to hold the spectrum are a matter of public record. As the Commission is aware, Sprint Nextel has the technical and operational expertise to hold and control FCC licenses, is financially qualified and have adequate resources to undertake and consummate the transaction. An FCC Form 602 is on file for Sprint Nextel, which provides current ownership information for the assignee.

In addition, the jurisdictional requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“HSR”) are met by the Agreement. As such, and in compliance with HSR, the Parties are filing contemporaneously with the assignment applications notification to the Federal Trade Commission and Department of Justice information required describing the proposed transaction.

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<sup>1</sup> Sprint Nextel will lease from AT&T frequencies 1887.5-1890/1967.5-1970 MHz in the South Bend-Mishawaka market area. AT&T will lease from Sprint Nextel 1870-1873.5/1950-1953.75 MHz and 1883.75-1885/1963.75-1965 MHz in the Owensboro market area, 1862.5-1865/1942.5-1945 MHz in the Baton Rouge market area, 1860-1865/1940-1945 MHz in the Modesto market area, either 1860-1865/1940-1945 MHz or 1855-1860/1935-1940 MHz in the Denver market area, and 1880-1885/1960-1965 MHz in the Honolulu market area.

### Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended (“the Act”), requires that the Commission determine whether the transactions presented herein are consistent with the public interest, convenience and necessity.<sup>2</sup> As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.<sup>3</sup> The instant application meets this standard.<sup>4</sup>

The assignments proposed herein between the Parties will not result in any violation of the Act, or any other applicable statutory provision. Moreover, the assignments fully comply with all Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission’s implementation, enforcement, or objectives of the Act or other statutes. Finally, the subject authorizations were initially licensed by the Commission more than five years ago, and none currently is subject to any installment financing, bidding credits or restrictions on ownership based on designated entity status; therefore Commission approval of this application would not result in any unjust enrichment concerns.<sup>5</sup>

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<sup>2</sup> Section 310(d) provides that “no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

<sup>3</sup> See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd at 14740-41.

<sup>4</sup> The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer.” *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 FCC Rcd 10604, 10608-09 (WTB 1999).

<sup>5</sup> See 47 C.F.R. § 1.2111.

### Spectrum Aggregation/Competition Analysis

Schedule A to this application indicates the spectrum holdings of Sprint Nextel in the areas that are the subject of the instant application. Sprint Nextel's spectrum holdings are below the level the Commission's spectrum cap rules, not exceeding the 145 MHz spectrum screen employed by the Commission in its review of other transactions.<sup>6</sup> No competitor will exit the market as a result of this arrangement and each of the subject markets is already served by a large number of competitors (*see* Schedule B). Accordingly, no competitive harm will result.<sup>7</sup>

### Conclusion

Sprint Nextel respectively submits that the proposed transaction will advance the public interest by enhancing Sprint Nextel's ability to expand its array of commercial wireless mobile services in the New Orleans, Louisiana; Tampa-St. Petersburg-Clearwater, Florida; South Bend-Mishawaka, Indiana; Goldsboro-Kinston, North Carolina; and Sandusky, Ohio areas. Therefore, for the reasons set forth above, the Parties respectfully submit that FCC approval of the requested assignment will serve the public interest.

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<sup>6</sup> The Commission's "input market for spectrum" includes spectrum in particular bands that is "suitable" for the provision of mobile telephony services. *See Verizon-ALLTEL Order*, 23 FCC Rcd at 17,468-69 ¶ 41; *Sprint Nextel-Clearwire Order*, 23 FCC Rcd at 17,591-92 ¶ 53. For markets in which only cellular, PCS, SMR, and 700 MHz spectrum is available, and neither AWS-1 nor BRS spectrum is available, the Commission applies a 95 megahertz spectrum screen. For markets in which AWS-1 and BRS spectrum is available, the applicable screen is 145 megahertz. For markets in which AWS-1 is available but BRS is not available, the Commission applies a spectrum screen of 125 megahertz. Finally, for markets in which BRS is available but AWS-1 is not available, the Commission applies a spectrum screen of 115 megahertz. *Verizon-ALLTEL Order*, 23 FCC Rcd at 17,477-78 ¶ 64; *Sprint Nextel-Clearwire Order*, 23 FCC Rcd at 17,600 ¶.

<sup>7</sup> *See 2000 Biennial Regulatory Review of Spectrum Aggregation Limits for commercial Mobile Radio Services*, 16 FCC Rcd 22,668 (2001).

**Sprint Nextel CMRS Spectrum Holdings**[illegible]

Status of CMRS Competition in Transaction Markets<sup>1</sup>

BTA/BTA Name	Cellular (Block)	PCS (Block)	ESMR	BRS	AWS (Block)	700 MHz Lower (Block)	700 MHz Upper (Block)	WCS (Block)
BTA440/ Tampa-St. Petersburg- Clearwater, FL	AT&T (A/B)  Verizon (B)	T-Mobile (A)  AT&T (A/E/F)  Sprint Nextel (A/C/D/G)  Verizon (B)  Metro PCS Florida, LLC (C)	Sprint Nextel	Clearwire	T-Mobile (A/D/E)  Metro PCS Florida, LLC (A)  AWS Wireless, Inc. (A)  SpectrumCo LLC (B)  AT&T (C)  Verizon (F)	Verizon (A/B)  AT&T (B/C)  Triad 700, LLC (B)  QUALCOMM (D)  Manifest Wireless L.L.C. (f/k/a) Frontier Wireless LLC (E)	Pegasus Guard Band, LLC (A)  Verizon (C)  Blocks B and D available for re-auction.	AT&T (A/B/C/D)  Sprint Nextel (A/B)
BTA320/ New Orleans, LA (excluding Pearl River County, MS and Washington Parish, LA)	AT&T (A/B)  Verizon (B)	T-Mobile (A/C)  Sprint Nextel (A)  Verizon (B/D)  AT&T (B/C/D/E/F)  Sprint Nextel (G)	Sprint Nextel  Callcomm 800	Clearwire	Leap Wireless International, Inc. (A)  Cox TMI Wireless, LLC (B)  T-Mobile (C/D)  Barat Wireless, LP (E)  Verizon (F)	Cox TMI Wireless, LLC (A)  AT&T (B/C)  Columbia Cellular, Inc. (B)  Broadband Wireless Unlimited, LLC (B)  QUALCOMM (D)  Manifest Wireless L.L.C. (f/k/a) Frontier LLC (E)	Access 700 LLC (A)  Verizon (C)  Blocks B and D available for re-auction.	AT&T (A/B/C/D)  Sprint Nextel (A/B)

<sup>1</sup> Carriers with license areas that overlap (either whole or in part) the market area subject to this transaction.



BTA/BTA Name	Cellular (Block)	PCS (Block)	ESMR	BRS	AWS (Block)	700 MHz Lower (Block)	700 MHz Upper (Block)	WCS (Block)
BTA424/ South Bend- Mishawaka, IN	Centennial Communications (A)  Verizon (B)  United States Cellular Corporation (B)	AT&T (A/C/E)  Verizon (B)  United States Cellular Corporation (B)  T-Mobile (C/F)  Sprint Nextel (D/G)	Sprint Nextel	Clearwire	Aquinas Wireless, L.P. (A)  T-Mobile (A/E)  Aloha Partners II, L.P. (A)  SpectrumCo LLC (B)  AT&T (C)  Denali Spectrum License Sub, LLC (D)  Verizon (F)	Verizon (A/B)  AT&T (B/C)  King Street Wireless, L.P. (B)  United States Cellular Corporation (C)  QUALCOMM (D)  Manifest Wireless L.L.C. (f/k/a) Frontier LLC (E)	Pegasus Guard Band, LLC (A)  Verizon (C)  Blocks B and D available for re- auction.	NextWave Wireless, Inc. (A)  AT&T (B/C/D)
BTA165/ Goldsboro-Kinston, NC	United States Cellular Corporation (A)  Verizon (B)	AT&T (A/B)  T-Mobile (A/F)  Leap Wireless International, Inc. (C)  Verizon (C/E)  Sprint Nextel (D/G)	Sprint Nextel	Clearwire	18 <sup>th</sup> Street Spectrum LLC (A)  Aquinas Wireless, L.P. (A)  SpectrumCo LLC (B)  AWS Wireless (C)  T-Mobile (D/E)  Verizon (F)	Cavalier Wireless, LLC (A)  King Street Wireless, L.P. (B)  Star Telephone Membership Corporation (B)  AT&T (C)  QUALCOMM (D)  Manifest Wireless L.L.C. (f/k/a) Frontier Wireless LLC (E)	Pegasus Guard Band, LLC (A)  Verizon (C)  Blocks B and D available for re- auction.	AT&T (A/C/D)  CT Communications, Inc. (B)

BTA/BTA Name	Cellular (Block)	PCS (Block)	ESMR	BRS	AWS (Block)	700 MHz Lower (Block)	700 MHz Upper (Block)	WCS (Block)	
BTA403/ Sandusky, OH	Verizon (A/B)	AT&T (A/B)	Sprint Nextel	Clearwire	T-Mobile (A/E)	Verizon (A)	Pegasus Guard Band, LLC (A)	NextWave Wireless, Inc. (A/B)	
	Allied Wireless Communications (B)	Cleveland Unlimited License Sub, LLC (C)			SpectrumCo LLC (B)	Bascom Long Distance, Inc. (B)	Verizon (C)	Blocks B and D available for re-auction.	AT&T (C/D)
		T-Mobile (C/E)			Aloha Partners II, L.P. (C)	AT&T (C)			
		Sprint Nextel (D/G)			Denali Spectrum License Sub, LLC (D)	QUALCOMM (D)			
		Verizon (F)			Manifest Wireless L.L.C. (f/k/a)	Frontier Wireless LLC (E)			
					Verizon (F)				

Sprint Nextel is providing this information to the extent it is readily available in the FCC's electronic databases and from other publicly available sources. Much of the information included in this attachment is not proprietary to Sprint Nextel and is in the public domain. Sprint Nextel has not independently attempted to verify the accuracy of such information and emphasize that they cannot certify to the accuracy of such information.

*Authorized Carriers in the BTA.* The market boundaries for Major Trading Areas (MTAs) (used for assigning A & B block PCS and 900 MHz SMR licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning A & B block cellular licenses) and Basic Economic Areas (EAs) (used for assigning 800 MHz SMR licenses) do not coincide exactly with the boundaries of BTAs. An MTA will often consist of multiple BTAs, EAs, MSAs, and RSAs, and a BTA may consist of portions of multiple EAs, MSAs and RSAs. Therefore, a license assigned for an MTA, EA, MSA, or RSA may be noted in multiple BTAs. Also while more than one licensee may be listed in the cellular (A or B) column for a particular BTA, there are typically no more than two authorized cellular carriers (one A and one B block carrier) operating within any given area in the BTA. Further, given that large carriers often operate through subsidiaries that hold licenses, Sprint Nextel reviewed the available Form 602 ownership information listed for the authorized licensees to the extent practicable to determine the parent operating entity. Finally, this table lists only licensed facilities-based carriers, not resellers.